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John
November 24, 1997

RECORDATION NO. *13376-H*

FILED

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Release and Bill of Sale, dated as of August 1, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement which was previously filed with the Commission under Recordation Number 13376.

The names and addresses of the parties to the enclosed document are:

Secured Party: First Security Bank, N.A.
(f/k/a First Security Bank of Utah, NA)
79 South Main Street
Salt Lake City, Utah 84000

A description of the railroad equipment covered by the enclosed document is:

four (4) locomotives bearing CSXT reporting marks and road numbers set forth in the Release.

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return three stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", followed by a horizontal flourish.

Robert W. Alvord

RWA/bg
Enclosures

RELEASE AND BILL OF SALE

Re: Reconstruction and Conditional Sale Agreement dated as of October 25, 1981, (the "RCSA") and Lease of Railroad Equipment dated as of October 25, 1981 (the "Lease")

First Security Bank, N.A. (formerly known as First Security Bank of Utah, N.A.), as Vendor under the RCSA and First Security Bank, N.A. (formerly known as First Security Bank of Idaho, N.A., as successor in interest to First Security State Bank), as Lessor under the Lease, for the sum of Ten Dollars (\$10.00) and other good and valuable considerations, in full payment for the railroad equipment hereinafter specified, receipt of which is hereby acknowledged, have bargained, sold, assigned, transferred and set over, and by these presents do hereby bargain, sell, assign, transfer and set over, unto CSX Transportation, Inc. (CSXT), the following railroad equipment:

Four (4) SD40-2 diesel-electric locomotives bearing road numbers CSXT 8174, CSXT 8175, CSXT 8176, and CSXT 8177

To have and to hold all and singular said railroad equipment to CSXT, its successors and assigns, for its own use and on its own behalf forever.

Title to said equipment is conveyed to CSXT as is, where is, and with all faults and said Vendor and said Lessor only warrant that said railroad equipment is free from all liens and encumbrances arising through said Vendor and said Lessor.

IN WITNESS WHEREOF, Vendor and Lessor have caused this instrument to be signed in its name by duly authorized officer, and corporate seals to be hereunto affixed, duly attested, as of the 1st day of August, 1997.

FIRST SECURITY BANK, N.A. (formerly known as First Security Bank of Utah, N.A.), as Agent,

By: Carey Mathis
Authorized Officer

Attest:

L. M. T.
Authorized Officer

FIRST SECURITY BANK, N.A. (formerly known as First Security Bank of Idaho, N.A., as successor in interest to First Security State Bank), not in its individual capacity, but solely as trustee for the Owner under the Trust Agreement,

By: Robert Madsen
Authorized Officer

Attest:

Daniel Mockay
Authorized Officer

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District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Release and Bill of Sale" dated as of August 1, 1997, between First Security Bank, N.A. and CSX Transportation, Inc. is a true and complete copy of the original thereof.

Certified this 24th day of November, 1997.


Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000